

# **EXHIBIT A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO. et al. ) Case No. 01-01139 (JUF)  
Debtors. ) (Jointly Administered)

**ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF PITNEY, HARDIN, KIPP & SZUCH LLP  
AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") seeking entry of an order under sections 327(c) and 328(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the Debtors to employ and retain Pitney, Hardin, Kipp & Szuch LLP ("PHKS") as special counsel for the Debtors with respect to the specified matters set forth in the Application; and upon the Affidavit of Anthony J. Marchetta submitted in support of the Application; and it appearing that the relief requested is in the best interest of the Debtors' estates and their creditors and other parties in interest; and it appearing that this is a core matter under 28 U.S.C. § 157; and

The Debtors consist of the following (2) entities: W. R. Grace & Co. (aka Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alroth Boxes Ltd., Alroth Land Corporation, Arizona, Inc., CB Biomaterials, Inc. (aka Ciba Biomaterials, Inc.), CCHP, Inc., Cognex, Inc., Cognex II, Inc., Creative Food & Fax Company, Dunn Paper Box, Inc., Del-Taco Restaurants, Inc., Dowdy and Alvey, LLC (aka Dowdy & Alvey Company), Enserg, Inc., Five Alroth Boxes Ltd., G C Limited Partners I, Inc. (aka Grace Boxes Limited Partners I, Inc.), G C Management, Inc. (aka Grace Boxes Management, Inc.), GBC Management Corporation, GN Holdings, Inc., GPC Thermovis Corp., Gloucester New Companies, Inc.; Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Colloidal Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-O II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (aka Division International Holdings, Inc.), Grace Offshore Company, Grace PAK Corporation, Grace Petroleum Libya Incorporated, Grace Triplex Industries, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Grasim, Inc., Grasim II, Inc., Grasim-Corbe Land Development Corporation, Grasim Square Corporation, Hanes International, Inc., Kestrel Development Company, L B Realty, Inc., Litigation Management, Inc. (aka GRBC Holding, Inc., Grace JVII, Inc., Astoria Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MSA Holdings Corp. (aka Hanes-MSA Holdings Corporation), MSA International, Inc. (aka Hanes-MSA, Inc.), MSA Staffing Systems, Inc. (aka British Workers Association, Inc.), Resomedis Corp., Inc. (aka Environmental Liability Management, Inc.), RMC Liquidating Corp., Resources & Consulting, Inc., Southern Oil, Rank & Flanagan, Inc., West Steel Corporation, Arista Basin Ranch Company, CC Partners (aka Grace Country Drilling), Hayden-Catch West Coal Company, H-O Coal Company.

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it appearing that PHKS does not represent any interest adverse to the Debtors or their estates with respect to the matters on which PHKS is to be employed, and meets all requirements for retention set forth in the Bankruptcy Code; and ii) appearing that the terms and conditions of PHKS's employment as further described in the Application are reasonable; and adequate notice having been given of the Application; and good and sufficient cause existing to grant the Application;

NOW, THEREFORE, IT IS HEREBY:

ORDERED that the Application is GRANTED; and it is further

ORDERED that, pursuant to sections 327(e) and 128(e) of the Bankruptcy Code, the retention and employment of PHKS as special counsel to the Debtors for the purposes set forth in the Application is hereby approved, same prior to the petition date of the above-captioned proceedings; and it is further

ORDERED that PHKS shall be compensated under sections 330 and 331 of the Bankruptcy Code and any further or other Order of this Court concerning compensation of professionals in these cases, and in accordance with the terms set forth in the Application and the Affidavit of Anthony J. Marchetta in support of the Application, and shall be reimbursed for all allowed necessary, actual and reasonable expenses; and it is further

ORDERED that the allowed fees and expenses of PHKS shall be an administrative expense of the Debtors' estates; and it is further.

ORDERED that this Order shall become effective immediately upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: May 30, 2001

Joseph F. Tamm, Jr.  
JUDGE